



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION AND BYLAWS

for Madison National Life Insurance Company, Inc.

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 22nd day of November, 2004.

A handwritten signature in black ink, appearing to read "Jane By" or similar, written in a cursive style.

Commissioner of Insurance

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

MADISON NATIONAL LIFE INSURANCE COMPANY, INC.

The undersigned, acting as the sole shareholder of an insurance corporation organized under the provisions of Chapter 611 of the Wisconsin Statutes, amends and restates the Articles of Incorporation for such corporation as follows:

ARTICLE I

Name

The name of the corporation is Madison National Life Insurance Company, Inc.

ARTICLE II

Purposes

The purposes for which the corporation is organized are to engage in the business of insurance, business reasonably incidental to its insurance business, and any other lawful activity within the purposes for which a corporation may be organized under Chapter 611 of the Wisconsin Statutes.

ARTICLE III

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 75 shares consisting of one class designated as Common Shares with a par value of \$60,000 per share.

ARTICLE IV

Preemptive Rights

No holder of any stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

ARTICLE V

Directors

The number of directors and the standards for their election and qualification shall be fixed from time to time by the bylaws. The directors may be divided into classes as set forth in the bylaws.

ARTICLE VI
Right to Purchase Own Shares
and Partial Liquidation

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the board of directors shall fix. The board of directors may, from time to time, distribute to shareholders in partial liquidation out of stated capital or net capital surplus a portion of its assets in cash or property as further provided by law.

ARTICLE VII
Amendments

These articles may be amended in the manner authorized by law at the time of the adoption of the amendment.

Executed this 18th day of March, 1994.

INDEPENDENCE FINANCIAL SERVICES, INC.

By: _____

Name: David T. Kettig

Title: Secretary

STATE OF CONNECTICUT)

)

) ss. STAMFORD

COUNTY OF FAIRFIELD)

Personally came before me this 18th day of March, 1994 the above-named David T. Kettig, to me known to be the person who executed the foregoing instrument and acknowledged the same as Secretary of Independence Financial Services, Inc.

Notary Public

My commission expires: _____

JO ANNE TREFNY
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30. 1997